



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

ENTERED
07/13/2009

| | | |
|------------------------|---|-------------------------|
| IN RE | § | |
| | § | |
| | § | |
| CALTEX HOLDINGS, L.P., | § | Case No. 09-31875-H2-11 |
| | § | (CHAPTER 11) |
| Debtor. | § | |
| | § | |

ORDER AUTHORIZING USE OF CASH COLLATERAL

(Doc. 292)

1. The Trustee is authorized to use cash collateral as limited by the budget attached as Exhibit 1. The Trustee is prohibited from making any disbursements except as provided in the Budget, provided, however, the Trustee is authorized: (1) to make disbursements for unbudgeted emergency expenditures if he delivers a written request (including email) to counsel for NewStar Financial, Inc. ("Newstar"), and if Newstar does not object to such disbursement in writing (including email) within three business days of its receipt of the written request; (2) to make other disbursements approved by Newstar in writing (including email); and (3) to make expenditures for specific line items in the Budget that are within 110% of the budgeted amount.

2. Notwithstanding anything in this order to the contrary, the Trustee shall be permitted to pay any budgeted and approved expenditure when that expenditure actually becomes due, regardless of which month that expenditure was anticipated to be payable under the budget attached hereto as Exhibit 1.

3. This Cash Collateral Order shall remain effective through August 8, 2009. A hearing regarding the Trustee's continued use of cash collateral shall be held on August 10, 2009 at 10:30 A.m.

DATED:

July 13, 2009

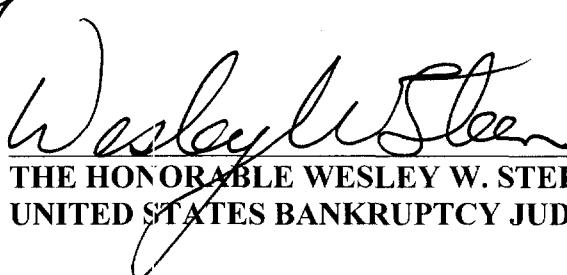

THE HONORABLE WESLEY W. STEEN,
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

| CalTex Holdings GP | | (Jun - 09) 6/29/2009 | (Jul-09) 7/6/2009 | (Jul-09) 7/13/2009 | (Jul-09) 7/20/2009 | (Jul-09) 7/27/2009 | (Aug 09) 8/3/2009 | |
|---|--|--|----------------------|-----------------------|-----------------------|-----------------------|----------------------|-----------------|
| Cash Sources & Uses | | Week beginning, Monday ==> Week ==> | 14 Actual | 15 Actual | 16 Projected | 17 Projected | 18 Projected | 19 Projected |
| Starting Cash Balance | | 70,122 | 26,878 | 41,553 | 10,753 | 62,477 | 100,227 | |
| SOURCES | | | | | | | | |
| Cash Sources & Uses | | | | | | | | |
| Sales - Emission Credits | | | | | | | | |
| Sales - Timber | | 22,486 | 14,675 | 2,000 | | | | |
| Sales - Metal | | | | | 125,000 | 250,000 | 250,000 | |
| Sales - Equipment | | | | | | | | |
| Other Income | | 379 | | | | | | |
| Insurance recovery - Hurricane Ike Advance | | | | | | | | |
| Total Sources (cash inflows) | | 22,865 | 14,675 | 2,000 | 125,000 | 250,000 | 250,000 | |
| USES | | | | | | | | |
| OPERATING EXPENSES | | | | | | | | |
| CalTex Holdings GP | | 25,325 | | 28,000 | 8,400 | 33,800 | | |
| Repair & maintenance | | 325 | | 500 | 500 | 500 | 500 | |
| Fuel | | | | | 700 | | | |
| Telephone | | 999 | | | | 1,000 | | |
| Internet | | 489 | | | | 500 | | |
| Cell phone | | 346 | | | | 375 | | |
| Electricity | | 179 | | | 20,000 | | | |
| Security | | 5,393 | | | 10,000 | | | 5,000 |
| Insurance - financed | | 31,772 | | | | 32,500 | | |
| Insurance - Worker's comp | | | | 2,225 | 9,300 | | | |
| Environmental testing/materials | | | | 200 | 200 | 200 | 200 | |
| Permits & fees | | | | 1,000 | | | | |
| Safety expenses | | | | 500 | 500 | 500 | 500 | |
| Office expenses | | 290 | | 125 | 125 | 125 | 125 | |
| Equipment Rent/leases | | 341 | | | | | | 301 |
| Training | | | | | 500 | | | |
| Other expenses | | 650 | | 250 | 3,250 | 250 | 250 | |
| Total Uses (cash outflows) | | 66,109 | - | 32,800 | 53,475 | 69,750 | 6,876 | |
| Net Cash Sources (Uses) | | (43,245) | 14,675 | (30,800) | 71,525 | 180,250 | 243,124 | |
| Cash Balance Before Professional Fees | | | | | | | | |
| Professional Fees and Expenses | | 26,878 | 41,553 | 10,753 | 82,278 | 242,727 | 343,351 | |
| Legal & Accounting | | | | | | | | |
| Bankruptcy counsel | | | | | | | | |
| Special Litigation counsel | | | | | | | | |
| Accounting Services | | | | | | | | |
| Site Remediation | | | | | | | | |
| Electrical Remediation | | | | | 19,801 | 22,500 | 22,500 | |
| Environmental Survey | | | | | | 10,000 | 10,000 | |
| Fire and Water Remediation | | | | | | 10,000 | 10,000 | |
| Total Professional Fees & Expenses | | - | - | - | 19,801 | 142,500 | 42,500 | |
| Ending Cash Balance | | 26,877.55 | 41,552.74 | 10,752.74 | 62,476.74 | 100,226.74 | 300,850.74 | |